



Board of Directors Meeting

Wednesday, February 17, 2021 at 6:30pm, Virtual Meeting

Start	End	Item	Time	Item Title	POLICY	WHO ?	ACTION	MAT'LS
6:30	6:32	A	2	Agenda Review	G.4.1d/G.7.4	All	Alignment	Agenda
6:32	6:42	B	10	Member Comments	G.9	Attendees	Listen	None
6:42	6:48	C	6	Announcements/Future Scanning/President's Report	Board	All	Info share	None
6:48	6:50	D	2	Consent Agenda: January Minutes, Absences, Change to October Minutes, Linkage Committee Report, Nominations Committee Report, L.3	G.7.7	All	Approve	Minutes, D1, D2, D3
6:50	7:00	E	10	L.4.10 Q4 Monitoring Report	L.4.10	All	Approve	E1a-d
7:00	7:05	F	5	L.1 Monitoring Report	L.1	All	Approve	F1
7:05	7:15	G	10	Questions and Comments on GM's Finance Report	G.2.2, M.4	Angie, All	Q/A, Approve	G1a-b
7:15	7:25		10	Break				
7:25	7:40	H	15	Board Election	G	Jaime, Nominations Committee	Discuss	None
7:40	7:45	I	5	Task List Review/Future Meeting Date	Board	Admin Asst	Discuss	Task List
7:45	7:50	J	5	Meeting Evaluation	Board	All	Discuss	None
7:50	8:20	K	30	Executive Session: L.3 Multi-Year Operational Plan & Financial Budget - Part 1 (2021)	L.3	All	Review draft	K1a-b
7:50	7:51	L	1	Adjournment	Board	All	Adjourn	None

**People's Food Co-op
Board of Directors Meeting Minutes – February 17, 2021**
Location: Virtual Meeting, Bluejeans

Attendance

Board Members Present:

- Jaime Magiera (President)
- Ray Anderson (Vice President)
- Amanda McCreless (Secretary)
- Hannah Davis (Treasurer)
- Mary Rooney
- Pat Zabaya
- Danielle Falcon
- Victoria Westman

Not Attending

Also attending:

- Angie Voiles, General Manager
- Jade Barker, Board Development Consultant, Columinate

Call to order – Jaime called the meeting to order at 6:36pm.

Agenda Review – **Hannah moved, Danielle seconded to accept the agenda. All in favor (8/8), motion carried.**

Member Comments – No member-owners present.

Announcements, Info-Sharing, Future Scanning, President's Remarks –

- While the Board hasn't been getting a lot of member-owner feedback directly, there's been a lot of comments/discussion online on Facebook groups. These comments illustrate that a) an unfortunately large amount of people don't understand the background of the fee increase; b) many senior citizens lament the loss of the senior discount; c) the perception of the prices at the co-op is that they are too high
 - There was also interest in general co-op history
 - Linkage Committee is going to talk about this at their next meeting and some things are already planned to be put online
- The Columinate contract was delayed, but it will be signed shortly
- Ray communicated with Ken (Marketing Manager) about Election newsletter. March 5th is deadline to submit to Ken
- For staff appreciation this year, Amanda is giving out gift cards to Kerrytown restaurants in lieu of a party
- Monday the 22nd is Grocery Store Worker Appreciation Day

Consent Agenda – Ray moved, Hannah seconded, to pull L.3 from the consent agenda and move it to the rest of the executive session discussion. All in favor (8/8), motion carried. Hannah moved, Danielle seconded to accept the agenda as amended. All in favor (8/8), motion carried. A motion on L.3 monitoring will be made later.

L.4.10 Q4 Monitoring Report -

- E1b (“Key Financial Indicators”) was helpful to the Board for understanding “lingo,” especially the right-side columns + descriptions.
- Jaime asked for a summary explanation of E1c (“Financial Statements”): it was another loss year for PFC, over \$200,000, which is worse than the previous year by that metric, in no small part due to COVID-19. However, PFC was able to keep everything together regardless, with the small business loans. The cash situation now is actually better than it was at the end of 2019.
- “Active Members” in E1d reflects people who have fully reinvested. This is a change from how it as reported last year, which included all otherwise active members who had not yet reinvested
- Jaime requested a count of hardship memberships i.e. the low income payment plan

Pat moved, Hannah seconded, to accept the L.4.10 reporting amended with clarification to “active members” and a count of hardship memberships. All in favor (8/8), motion carried.

L.1 Monitoring Report -

- New labor budget goals are mentioned but not shown in WSR. Angie and staff are working on a reorganization of the WSR and budget, as PFC moves into the new NCG budgeting tool
- This is the first time Angie has reported on this version of L.1, and it includes some new language about communicating risk and rights & responsibilities to member-owners. However, there are no written rights & responsibilities of member-owners. The Board, staff, and an attorney should work on providing some.
- Member-owner emails and phone numbers eventually need to be updated

Danielle moved, Mary seconded, to accept L.1 as partially out of compliance. All in favor (8/8), motion carried.

Questions and Comments on GM's Finance Report –

- Unbeknownst to PFC, Mercato instituted a service fee. Multiple co-ops registered their complaints with Mercato. The fee has since been removed from co-ops.

Ray moved, Hannah seconded to accept the GM’s Finance Report. All in favor (8/8), motion carried.

Board Election - The deadline to submit an application to be on the Board is February 24, and so far no one has submitted or inquired at all. The deadline can be extended a week or two. A specific email only about applying to be on the Board should be sent out to member-owners.

Tuesday, April 27th is the Annual Meeting. Ray moved, Victoria seconded to extend the deadline to March 5. Discussion ensued. Pat suggested that one email be sent in the next week, and a second email be sent announcing the extension to communicate need. Ray moved, Victoria seconded

–

Task List –

Assigned Date	Due Date	Lead	Task	Status
02/17/2021		Linkage	Prepare recommendations to the Board about how to collect and convey PFC history	
02/17/2021		Rosie	Create archive of public stuff	
02/17/2021	03/05/2021	All	Submit election news to Ken Davis	
02/17/2021	02/21/2021		Email Amanda if you want to help buy gift cards for staff	
02/17/2021		Angie	Request changes to E1d and report back to the Board	
02/17/2021			Begin creating Rights and Responsibilities of Member-Owners	
02/17/2021		Nominations	Dig up last year’s email language and work with Angie/Ken to send personalized email about applying to be on the Board	
02/17/2021		Angie	Does PFC have access to Google’s nonprofit suite	
02/17/2021	02/21/2021	Rosie	Post Board application package anywhere and everywhere	

Future Meetings— The next regular meeting is March 17, 2021. This will be a virtual meeting.

Meeting Evaluation –

No meeting evaluation was done.

Executive Session (L.3 Multi-Year Operational Plan & Financial Budget - Part 1 (2021)) - Pat moved, Victoria seconded to move into executive session for financial matters. All in favor (8/8), motion carried. The motion to accept L.3 was tabled.

Adjournment – **Mary moved, Amanda seconded to adjourn the general meeting. Meeting adjourned at 9:30pm. All in favor (8/8) motion carried.**

Respectfully submitted,

Rosie Pahl Donaldson, Board Administrative Assistant acting as Board Secretary